

MEMO ENDORSED

IT IS ORDERED that counsel to whom this Memo Endorsement is sent is responsible for faxing a copy to all counsel and retaining verification of such in the case file. Do not Fax such verification to Chambers.

**UNITED STATES DISTRICT COURT
EASTERN DISTRICT OF NEW YORK**

IN RE

**VISA CHECK/MASTERMONEY
ANTITRUST LITIGATION**

MASTER FILE NO.
CV-96-5238
(Gleeson, J.) (Mann, M.J.)

This Document Relates to: All Actions

**STIPULATION AND ORDER CONCERNING INFORMATION PROVIDED TO THE
CLAIMS ADMINISTRATOR BY ACQUIRERS OR PROCESSORS**

On June 4, 2003, Plaintiffs entered into separate settlement agreements with Visa U.S.A. Inc. ("Visa") and MasterCard International Incorporated ("MasterCard") to resolve this litigation (the "Settlement Agreements"). On June 13, 2003, the Court entered an order granting preliminary approval of the two settlement agreements (the "Preliminary Approval Order"). Pursuant to the Settlement Agreements and the Preliminary Approval Order, plaintiffs have developed a Plan of Allocation regarding the funds Visa and MasterCard shall pay to the Class under the settlement agreement (the "Plan of Allocation"). Plaintiffs have sought the assistance of both Visa and MasterCard in developing the Plan of Allocation, and have requested that Visa and MasterCard provide the Garden City Group, Inc., which is the Court-appointed Claims Administrator, with merchant specific transaction data.

To most effectively utilize the Visa and MasterCard data, plaintiffs have also sought the assistance of Visa and MasterCard acquiring banks and processors, and have requested that they provide certain merchant specific data and information solely for use in administering the Plan of Allocation (the "Acquirer and Processor Information"). The Acquirer and Processor Information shall supplement the merchant contact lists that the acquirers and processors had previously forwarded to the Claims Administrator and which were used to create the Class Merchant List, as modified by the Claims Administrator in accordance with the Court's June 13, 2003 Stipulation and Order for Providing Notice of Settlement of Class Action to Members of the Certified Class

(the "Modified Class Member List"). Plaintiffs intend to use the Acquirer and Processor Information and the Modified Class Member List in order to plan and administer the Plan of Allocation. To the extent acquirers or processors provide Acquirer and Processor Information to the Claims Administrator, or the Modified Class Member List is utilized during the administration of the Plan of Allocation, the Acquirer and Processor Information or Modified Class Member List shall be subject to the following Order of the Court:

1. The Acquirer or Processor Information or Modified Class Member List shall not be used by the Claims Administrator for any purpose other than for planning or administering the Plan of Allocation.

2. Any and all Acquirer and Processor Information provided by acquirers or processors to the Claims Administrator, and the Modified Class Member List, shall be maintained under strict confidence by the Claims Administrator. Subject to Paragraph 3 of this Order, no portion of Acquirer and Processor Information or the Modified Class Member List shall be disclosed to any party or non-party to the litigation, including but not limited to plaintiffs' counsel, plaintiffs' experts or consultants, the class representatives, class members, parties who opted out of the class, or any other person or entity. The Claims Administrator shall take appropriate steps to secure and limit hard copy and electronic access to the Acquirer and Processor Information and the Modified Class Member List.

3. The Claims Administrator may disclose Acquirer and Processor Information or the Modified Class Member List to Lead Counsel for the Class, Constantine & Partners, and Mike McCormack of Noblett & Associates, who shall treat the Acquirer and Processor Information and the Modified Class Member List as highly confidential and attorneys' eyes only, and shall not disclose the Acquirer and Processor Information or the Modified Class Member List to any other person or entity. Any disclosure to Constantine & Partners or Mike McCormack shall be solely for the purpose of planning or administering the Plan of Allocation and shall not be used in any other action including, without limitation, *Adam A. Schwartz v. Visa International Corp.*, Alameda County Superior Court, No. 822404-4. Constantine & Partners

and Noblett & Associates shall take appropriate steps to secure and limit hard copy and electronic access to the Information.

4. This Order shall supersede any previous agreements or Court Orders with respect to the confidentiality of the Modified Class Member List.

5. To ensure compliance with the foregoing, all shareholders, partners and employees of the Claims Administrator, Constantine & Partners, and Mike McCormack who will have access to the Acquirer and Processor Information or the Modified Class Member List shall sign the Confidentiality Agreement attached hereto as Exhibit A before being given access to the Acquirer and Processor Information or the Modified Class Member List and forward the executed Confidentiality Agreement to counsel for Visa and MasterCard listed below.

6. Within 30 days of Court approval of the Claims Administrator's Report detailing the approved shares of the Net Settlement Funds that shall be paid to members of the Class, the Claims Administrator, Constantine & Partners and Mike McCormack shall return to the acquirers or processors the original and all copies of the Acquirer and Processor Information and the Modified Class Member List, as well as any documents containing or reflecting the Acquirer and Processor Information or the Modified Class Member List, and also verify that they have done so.

Dated: New York, New York
October 9, 2003

CONSTANTINE & PARTNERS

By: 

Robert L. Begleiter (RB-7052)
Matthew L. Cantor (MC-8183)
Lloyd Constantine (LC-8464)
Stacey Anne Mahoney (SM-5425)
Michelle Peters (MP-7804)
Amy Roth (AR-4534)
Gordon Schnell (GS-2567)
Mitchell C. Shapiro (MS-1019)
Jeffrey I. Shinder (JS-5719)

HELLER EHRMAN WHITE & McAULIFFE, LLP

By: _____

M. Laurence Popofsky (LP-8822)
Stephen V. Bomse (SB-6594)
Brian P. Brosnahan (BB-8908)
David C. Brownstein (DB-2124)
David M. Goldstein (DG-1841)
Thomas B. Brown (TB-5380)
Kerry C. Klein (KK-3757)
333 Bush Street
San Francisco, CA 94104-2878

and Noblett & Associates shall take appropriate steps to secure and limit hard copy and electronic access to the Information.

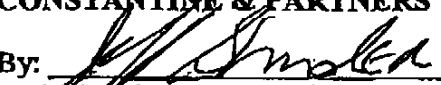
4. This Order shall supersede any previous agreements or Court Orders with respect to the confidentiality of the Modified Class Member List.

5. To ensure compliance with the foregoing, all shareholders, partners and employees of the Claims Administrator, Constantine & Partners, and Mike McCormack who will have access to the Acquirer and Processor Information or the Modified Class Member List shall sign the Confidentiality Agreement attached hereto as Exhibit A before being given access to the Acquirer and Processor Information or the Modified Class Member List and forward the executed Confidentiality Agreement to counsel for Visa and MasterCard listed below.

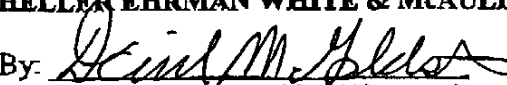
6. Within 30 days of Court approval of the Claims Administrator's Report detailing the approved shares of the Net Settlement Funds that shall be paid to members of the Class, the Claims Administrator, Constantine & Partners and Mike McCormack shall return to the acquirers or processors the original and all copies of the Acquirer and Processor Information and the Modified Class Member List, as well as any documents containing or reflecting the Acquirer and Processor Information or the Modified Class Member List, and also verify that they have done so.

Dated: New York, New York
October 2, 2003

CONSTANTINE & PARTNERS

By: 
Robert L. Begleiter (RB-7052)
Matthew L. Cantor (MC-8183)
Lloyd Constantine (LC-8464)
Stacey Anne Mahoney (SM-5425)
Michelle Peters (MP-7804)
Amy Roth (AR-4534)
Gordon Schnell (GS-2567)
Mitchell C. Shapiro (MS-1019)
Jeffrey I. Shinder (JS-5719)

HELLER EHRMAN WHITE & McAULIFFE, LLP

By: 
M. Laurence Popofsky (LP-8822)
Stephen V. Bomse (SB-6594)
Brian P. Brosnahan (BB-8908)
David C. Brownstein (DB-2124)
David M. Goldstein (DG-1841)
Thomas B. Brown (TB-5380)
Kerry C. Klein (KK-3757)
333 Bush Street
San Francisco, CA 94104-2878

Michael Spyropoulos (MS-9873)
477 Madison Avenue, 11th Fl.
New York, New York 10022
(212) 350-2700
Lead Counsel for Plaintiffs
Dated: October 7, 2003.

HAGENS & BERMAN LLP
George W. Sampson (GS-8973)
1301 Fifth Avenue, Suite 2929
Seattle, Washington 98101
(206) 623-7292
Co-Lead Counsel for Plaintiffs

(415) 772-6000
Dated: October 9, 2003

ARNOLD & PORTER
Robert C. Mason (RM 1863)
399 Park Avenue
New York, NY 10022-4690
(212) 715-1000
Attorneys for Defendant Visa U.S.A. Inc.

SIMPSON THACHER & BARTLETT

By: Joseph Tringali
Kevin Arquit (KA-21391)
Aimee H. Goldstein (AG-7539)
Joseph Tringali (JT-9575)

425 Lexington Avenue

New York, New York

(212) 455-2000

Dated: October 9, 2003

CLIFFORD CHANCE US LLP

Keila D. Ravelo (KR-8164)

200 Park Avenue

New York, NY 10166

(212) 878-8000

Attorneys for Defendant MasterCard
International Incorporated

Dated: October ____, 2003.
Brooklyn, New York

SO ORDERED,

John Gleeson, U.S.D.J.

10-31-03

EXHIBIT A

Confidentiality Agreement

I, _____, declare that I have read the Stipulation and Order Concerning Information Provided to the Claims Administrator by Acquirers and Processors dated October ____, 2003 ("Stipulation and Order"), entered in In re VisaCheck/MasterMoney Antitrust Litigation, CV-96-5238, pending in the United States District Court for the Eastern District of New York, I agree to be bound by the terms of the Order, specifically including its requirement that any Acquirer and Processor Information or the Modified Class Member List that may be disclosed to the Claims Administrator, Constantine & Partners, or Mike McCormack of Noblett and Associates, shall not be disclosed to any party to the action, to any class member, to any merchant, or to any of their attorneys or agents, or to any other entity or person not employed by the Claims Administrator, Constantine & Partners or Noblett and Associates. I agree not to use any Acquirer and Processor Information or the Modified Class Member List for any purpose other than for planning or administering the Plan for Allocation, and to return all Acquirer and Processor Information and the Modified Class Member List to acquirers or processors pursuant to paragraph 6 of the Stipulation and Order.

I hereby consent to the jurisdiction of the United States District Court for the Eastern District of New York for the purposes of any proceeding to enforce the term of this Confidentiality Acknowledgement.

I hereby declare under penalty of perjury that the foregoing is true and correct.

Date: October ____, 2003
New York, New York
